FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR JNIFORM LIMITED OFFERING EXEMPTION

| Expires: April 30, 2 Estimated average burden | | | |
|--|----------------|--|--|
| OMB Number: | 3235-0076 | | |
| Expires: | April 30, 2008 | | |
| Estimated average | burden | | |
| hours per response | 16.00 | | |

| SEC USE ONLY | | | | | | |
|--------------|---------|--|--|--|--|--|
| Prefix | Serial | | | | | |
| | | | | | | |
| DATE R | ECEIVED | | | | | |
| | | | | | | |

| Name of Offering (check if this is an ar Private Placement of LLC Interest | mendment and name h | as changed, and indic | ate change.) | | | |
|---|-----------------------|---|--------------|-----------------------|--------------------------------------|------------------|
| Filing Under (Check box(es) that apply): | Rule 504 | Rule 505 | ⊠ Rule | 506 | Section 4(6) | ULOE |
| | A. BAS | SIC IDENTIFICATI | ON DATA | | | |
| 1. Enter the information requested about the | ne issuer | | | | | |
| Name of Issuer (check if this is an am Olympia Holding LLC | nendment and name ha | as changed, and indica | ite change.) | | | |
| Address of Executive Offices c/o Sun Capital Partners, Inc., 5200 To | , | , City, State, Zip Cod | , | | lumber (Including 94-0550 | Area Code) |
| Address of Principal Business Operations (if different from Executive Offices) Same as Executive Offices | | OV 0 3 2005 | | • | lumber (Including s Executive Off | |
| Brief Description of Business Holding company | | THOMSON FINANCIAL | | | | RECEIVED CONTROL |
| Type of Business Organization corporation business trust | ☐ limited partner | ship, already formed ship, to be formed | | | ease specify): Liability Compar | T 2 4 2005 |
| Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organizati | on: (Enter two-letter | Month 0 9 U.S. Postal Service a FN for other foreign | | ☑ Actual or State: | ☐ Estimated | 198 (5) |

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 12



| | | A. BASIC IDENTII | FICATION DATA | | | | | | |
|--|---|------------------------------|-----------------------------|---------------------|--------------------------------------|--|--|--|--|
| 2. Enter the information reque | ested for the following | ng: | | | | | | | |
| Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the | | | | | | | | | |
| Each beneficial gwner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and | | | | | | | | | |
| Each executive officer a | nd director of corpo | rate issuers and of corporat | e general and managing part | ners of partnership | issuers; and | | | | |
| Each general and manag | Each general and managing partner of partnership issuers. | | | | | | | | |
| Check Box(es) that Apply: | Promoter | ⊠ Beneficial Owner | Executive Officer | Director | ☑ General and/or Managing Partner | | | | |
| Full Name (Last name first, if i | ndividual) | | | | | | | | |
| Sun Olympia LLC | | | | | | | | | |
| Business or Residence Address | (Number and Stree | t, City, State, Zip Code) | • | 10.00 | | | | | |
| c/o Sun Capital Partn | ers, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, l | FL 33486 | | | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | Executive Officer | ☐ Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if i | ndividual) | | | | | | | | |
| Marc J. Leder | | | | | | | | | |
| Business or Residence Address | (Number and Stree | t, City, State, Zip Code) | | | | | | | |
| c/o Sun Capital Partn | ers, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, l | FL 33486 | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if i | ndividual) | | | | | | | | |
| Rodger R. Krouse | | | | | | | | | |
| Business or Residence Address | (Number and Stree | t, City, State, Zip Code) | - | | | | | | |
| c/o Sun Capital Partn | ers, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, I | FL 33486 | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if i | ndividual) | | | | | | | | |
| Clarence E. Terry | | | | | | | | | |
| Business or Residence Address | (Number and Stree | t, City, State, Zip Code) | | | | | | | |
| c/o Sun Capital Partn | ers, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, | FL 33486 | | | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | | ☐ Director | ☐ General and/or Managing Partner | | | | |
| Full Name (Last name first, if i | individual) | | | | | | | | |
| T. Scott King | | | | | | | | | |
| Business or Residence Address | (Number and Stree | t, City, State, Zip Code) | | | | | | | |
| c/o Sun Capital Partn | ers, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, | FL 33486 | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | | ☐ Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if | individual) | | | | | | | | |
| Chris Metz | | | | | | | | | |
| Business or Residence Address | (Number and Stree | t, City, State, Zip Code) | | ··· | | | | | |
| c/o Sun Capital Partr | ners, Inc., 5200 7 | Гоwn Center Circle, S | uite 470, Boca Raton, I | FL 33486 | | | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if | individual) | | | | | | | | |
| Kevin Calhoun | | | | | | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | | | | | |
| c/o Sun Capital Partr | ers Inc. 5200 T | Fown Center Circle S | uite 470 Roca Raton | FI 33486 | | | | | |

| | | A. BASIC IDENTII | FICATION DATA | | | | | |
|---|---|--|--|------------|--------------------------------------|--|--|--|
| issuer! • Each executive officer a | suer, if the issuer has naving the power to v and director of corpo | been organized within the rote or dispose, or direct the rate issuers and of corporate | past five years; e vote or disposition of, 10% e general and managing part | | | | | |
| Each general and managing partner of partnership issuers. | | | | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | | ☐ Director | ☐ General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| David Kreilein | | | | | | | | |
| Business or Residence Address | s (Number and Street | t, City, State, Zip Code) | | | | | | |
| c/o Sun Capital Partr | ners, Inc., 5200 T | own Center Circle, S | uite 470, Boca Raton, I | FL 33486 | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| Jason Neimark | | | | | | | | |
| Business or Residence Address | s (Number and Street | t, City, State, Zip Code) | | | | | | |
| c/o Sun Capital Partr | ners, Inc., 5200 T | own Center Circle, S | uite 470, Boca Raton, I | FL 33486 | | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | | Director | General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| Lynn Skillen Business or Residence Addres | s (Number and Stree | 1 City State Zin Code) | | | | | | |
| | | • | uite 470, Boca Raton, I | EI 22406 | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | ☐ General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| James D. Allen | The trade of | | | | | | | |
| Business or Residence Addres | s (Number and Stree | t. City. State. Zip Code) | | | | | | |
| | | | uite 470, Boca Raton, I | FI 33486 | | | | |
| | | | | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | | ☐ Director | General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| Jason A. Leach | | | | | | | | |
| Business or Residence Addres | s (Number and Stree | t, City, State, Zip Code) | | | | | | |
| c/o Sun Capital Parti | ners, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, | FL 33486 | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | | Director | General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| Stephen G. Marble | • | | | | | | | |
| Business or Residence Addres | s (Number and Stree | t, City, State, Zip Code) | | | | | | |
| c/o Sun Capital Parti | ners, Inc., 5200 T | Town Center Circle, S | uite 470, Boca Raton, | FL 33486 | | | | |
| Check Box(es) that Apply: | ☐ Promoter | Beneficial Owner | | Director | General and/or Managing Partner | | | |
| Full Name (Last name first, if | individual) | | | | | | | |
| Michael Kalb | , | | | | | | | |
| Business or Residence Addres | s (Number and Stree | t, City, State, Zip Code) | | | | | | |
| | | • | uite 470. Boca Raton. | FL 33486 | | | | |

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Michael Fieldstone Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Gerald Woelcke Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Brian J. Meyer Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Aaron Wolfe Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486 General and/or Check Box(es) that Apply: Promoter Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) Scott Edwards Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486 ☐ Beneficial Owner ☐ Director ☐ General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Case Kuehn Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486 ☐ Beneficial Owner ☐ Director Check Box(es) that Apply: Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) C. Deryl Couch Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

| • | | A. BASIC IDENTIF | ICATION DATA | | | | | | | |
|---|---|-------------------------------|---------------------------|---------------------------------------|----------------------------------|--|--|--|--|--|
| 2. Enter the information requested | for the following | 18; | | | | | | | | |
| Each promoter of the issuer, it | • Each promoter of the issuer, if the issuer has been organized within the past five years; | | | | | | | | | |
| Each beneficial owner having issuer; | Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; | | | | | | | | | |
| Each executive officer and di | irector of corpor | rate issuers and of corporate | general and managing part | ners of partnership | issuers; and | | | | | |
| Each general and managing partner of partnership issuers. | | | | | | | | | | |
| Check Box(es) that Apply: |] Promoter | Beneficial Owner | ⊠ Executive Officer | Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indivi | idual) | | | | | | | | | |
| Michael J. McConvery | | | | | | | | | | |
| Business or Residence Address (Nu | mber and Street | , City, State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners, | Inc., 5200 T | own Center Circle, St | iite 470, Boca Raton, F | L 33486 | | | | | | |
| Check Box(es) that Apply: |] Promoter | Beneficial Owner | Executive Officer | ☐ Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indiv | idual) | | | | | | | | | |
| A. Richard Hurwitz | | | | | | | | | | |
| Business or Residence Address (Nu | mber and Street | . City, State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners, | | | iite 470. Boca Raton, F | L 33486 | | | | | | |
| | Promoter | ☐ Beneficial Owner | | ☐ Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indiv | idual) | | | | | | | | | |
| Erik Swimmer | , | | | | | | | | | |
| Business or Residence Address (Nu | mber and Street | t, City. State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners, | | | 2. New York, NY 1015 | 2 | | | | | | |
| | Promoter | Beneficial Owner | | Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indiv | idual) | | | | | | | | | |
| Kevin Feinblum | | | | | | | | | | |
| Business or Residence Address (Nu | mber and Street | t. City, State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners, | Inc., 375 Pa | rk Avenue, Suite 1302 | 2, New York, NY 1015 | 2 | | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indiv | idual) | | | | | | | | | |
| Gary Talarico | | | | | | | | | | |
| Business or Residence Address (Nu | imber and Street | t, City, State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners, | Inc., 375 Pa | rk Avenue, Suite 1302 | 2, New York, NY 1015 | 2 | | | | | | |
| | Promoter | ☐ Beneficial Owner | Executive Officer | Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indiv | idual) | | | | | | | | | |
| M. Steven Liff | | | | | | | | | | |
| Business or Residence Address (Nu | imber and Stree | t, City, State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners, | Inc., 11111 | Santa Monica Blvd., S | Suite 1050, Los Angele | s, CA 90025 | | | | | | |
| ~ | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if indiv | ridual) | | | , , , , , , , , , , , , , , , , , , , | | | | | | |
| Matthew Garff | | | | | | | | | | |
| Business or Residence Address (Nu | ımber and Stree | t, City, State, Zip Code) | | | | | | | | |
| c/o Sun Capital Partners. | | • | Suite 1050, Los Angele | s. CA 90025 | | | | | | |

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers: and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Anthony Polazzi Business or Residence Address (Number and Street, City. State, Zip Code) c/o Sun Capital Partners, Inc., 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025 Check Box(es) that Apply: Promoter ■ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Phil Dougall Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 78-80 Cornhill, London, EC3V 3QQ, England ☐ General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Nathaniel Mehoyas Business or Residence Address (Number and Street, City, State, Zip Code) c/o Sun Capital Partners, Inc., 78-80 Cornhill, London, EC3V 3QQ, England ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City. State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer ☐ Director Check Box(es) that Apply: Promoter ■ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

| | | | | В. | INFORMA | ATION ABO | DUT OFFE | RING | | | | |
|--|---|--|---|--|--|--|---|---|--|------------------------------|---------------------------------------|------------------------------|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. | | | | | | | | | Yes | No | | |
| 2. Wha | t is the min | imum inve | stment tha | t will be ac | cepted froi | m any indi | vidual? | | | | . \$3,000 | #: |
| 3. Does | the offerir | ig permit jo | oint owners | ship of a si | ngle unit?. | ••••• | | | | | Yes | No × |
| comr offer and/c | r the inform mission or s ing. If a poor or with a standard ciated person | similar rem erson to be ate or state | nuneration listed is an s, list the n | for solicita associated ame of the | tion of pure I person or broker or e | chasers in agent of a dealer. If n | connection broker or c nore than fi | with sales lealer regis ve (5) pers | of securitie tered with ons to be li | the SEC sted are | | |
| | me (Last na T APPLIC | | findividual |) | To Select | | | | | | | |
| Busines | s or Reside | nce Addre | ss (Numbe | r and Stree | t, City, Sta | te, Zip Coo | de) | | | | | |
| Name o | f Associate | d Broker o | r Dealer | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | | | | | |
| | n Which Pe eck "All Sta | | | | | | | | | | 🗌 AI | l States |
| [AL] · [IL] [MT] | [AK] [IN] [NE] | [AZ] [IA] [NV] | [AR] [KS] [NH] | [CA] [KY] [NJ] | [CO] [LA] [NM] | [CT] [ME] [NY] | [DE] [MD] [NC] | [DC] [MA] [ND] | [FL] [MI] [OH] | [GA] [MN] [OK] | [HI] [MS] [OR] | [ID] [MO] [PA] |
| [RI] | [SC] me (Last na | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] ——— |
| | | | | | | | | | | | · · · · · · · · · · · · · · · · · · · | |
| Busines | s or Reside | ence Addre | ss (Numbe | r and Stree | t, City, Sta | te, Zip Coo | de) | | | | | |
| Name o | f Associate | d Broker o | or Dealer | | | | .411 | | | | | |
| | n Which Pe eck "All St | | | | | | | | | | 🔲 AI | l States |
| [AL] [IL] [MT] | [AK] [IN] [NE] | [AZ] [IA] [NV] | [AR] [KS] [NH] | [CA] [KY] [NJ] | [CO] [LA] [NM] | [CT] [ME] [NY] | [DE] [MD] [NC] | [DC] [MA] [ND] | [FL] [MI] [OH] | [GA] [MN] [OK] | [HI] [MS] [OR] | [ID] [MO] [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| Full Na | me (Last na | ame first, i | f individua | t) | | | | | | | ···· | |
| Busines | ss or Reside | ence Addre | ss (Numbe | r and Stree | t, City, Sta | te, Zip Co | de) | | | | | |
| Name o | f Associate | ed Broker o | or Dealer | | | | | | | | | |
| | n Which Pe eck "All St | | | | | | | | | | 🗌 AI | l States |
| [AL] [IL] [MT] [RI] | [AK] [IN] [NE] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | [DC] [MA] [ND] [WA] | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |

 $[\]mbox{*}$ Issuer reserves the right to acceet smaller participations.

| - | | | | |
|----|---|---------------------------|---|----------------------------|
| ۱. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | | |
| | Type of Security | Aggregate Offering Pri | | Amount Already Sold |
| | Debt | \$0 | | \$0 |
| | Equity | \$83,000 * | _ | \$83,000 |
| | | | | |
| | Convertible Securities (including warrants) | \$0 | | \$0 |
| | Partnership Interests | \$0 | | \$0 |
| | Other (Specify) | \$0 | | \$0 |
| | Total | \$83,000 * | | \$83,000 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Number | | Aggregate Dollar Amount |
| | | Investors | | of Purchases |
| | Accredited Investors | 3 | | \$83,000 |
| | Non-accredited Investors | N/A | | \$N/A |
| | Total (for filings under Rule 504 only) | N/A | | \$N/A |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all | | | |
| | securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. | | | |
| | Type of Offering | Type of .Security | | Dollar Amount Sold |
| | Rule 505 | | | <u>\$</u> |
| | Regulation A | | | \$ |
| | Rule 504 | | | \$ |
| | Total | | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | | |
| | Transfer Agent's Fees | | | \$0 |
| | Printing and Engraving Costs | | | \$0 |
| | Legal Fees | | | \$0 |
| | Accounting Fees | | | \$0 |
| | Engineering Fees | | | \$0 |
| | Sales Commission (specify finders' fees separately) | | | \$0 |
| | Other Expenses (identify) | | | \$0 |
| | Total | | | \$0 |
| | | | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

 $^{{}^{\}star}\ The\ Issuer\ reserves\ the\ right\ to\ offer\ a\ greater\ or\ lesser\ amount\ of\ Limited\ Liability\ Company\ Interest.$

| | C. OFFERING PRICE | E, NUMBER OF INVESTORS, EXPENSES AND US | SE OF F | PROCEEDS | | | |
|------|--|--|---------|---|-------------|--------------------------|--|
| b. | e. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." | | | | | | |
| 5. | Indicate below the amount of the adjuste for each of the purposes shown. If the a and check the box to the left of the es adjusted gross proceeds to the issuer set | | | | | | |
| | | | | Payments to Officers, Directors & Affiliates | | Payments To Others | |
| | Salaries and fees | | 🗆 🗓 | \$0 | | \$0 | |
| | Purchase of real estate | | 🗆 🛚 | \$0 | | \$0 | |
| | Purchase, rental or leasing and instal | lation of machinery and equipment | 🗆 🛚 | \$0 | | \$0 | |
| | Construction or leasing of plant buil | dings and facilities | 🗆 🧵 | \$0 | | \$0 | |
| | offering that may be used in exchang | tuding the value of securities involved in this ge for the assets or securities of another issuer | | \$0 | | \$0 | |
| | | | _ | | | \$0 | |
| | , - | | - | | | \$83,000 | |
| | 3 . | | - | | | | |
| | Other (specify): | | _ لـا | DU | | \$0 | |
| | | | 🗆 _ | \$0 | | \$0 | |
| | Column Totals | | 🗆 _ | \$0 | \boxtimes | \$83,000 | |
| | Total Payments Listed (column total | s added) | | | ,000 | | |
| | | D. FEDERAL SIGNATURE | | | | | |
| foll | owing signature constitutes an undertakin | igned by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities an by the issuer to any non-accredited investor pursu | d Exch | ange Commissio | on, upo | on written | |
| İssi | ier (Print or Type) | Signature | | Date | | | |
| Oly | mpia Holding LLC | mra | | October | 20 | , 2005 | |
| Na | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | | | | |
| M. | Steven Liff | Vice President | | | | | |

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| C. OFFERING F | RICE, NUMBER OF INVESTORS, E | XPENSES AND USE (| OF PROCEEDS | |
|---|--|--|--|--|
| and total expenses furnished in resp | sted | \$83,000 | | |
| for each of the purposes shown. If and check the box to the left of t | the amount for any purpose is not line estimate. The total of the paym | known, furnish an esti ents listed must equa | mate | |
| | | | Payments to Officers, Directors & Affiliates | Payments To Others |
| Salaries and fees | | [| \$0 | \$0 |
| Purchase of real estate | | | 30 | \$0 |
| Purchase, rental or leasing and | installation of machinery and equipr | nent | \$0 | <u>\$0</u> |
| Construction or leasing of plan | buildings and facilities | | □ <u>\$0</u> | \$0 |
| offering that may be used in ex | change for the assets or securities of | another issuer | \$0 | \$0 |
| Repayment of indebtedness | | | □ \$0 | \$0 |
| Working capital | | | □ <u>\$0</u> | ፟ \$83,000 |
| Other (specify): | | 1 | \$0 | \$0. |
| | | | \$0 | \$0 |
| Column Totals | | | □ \$0 | \$83,000 |
| Total Payments Listed (column | totals added) | | | 3,000 |
| | D. FEDERAL SIGNA | TURE | | |
| owing signature constitutes an under | taking by the issuer to furnish to the | U.S. Securities and E | xchange Commissi | on, upon written |
| uer (Print or Type) | Signature | | Date | |
| mpia Holding LLC | m/la | | Ochbu | 20, 2005 |
| me of Signer (Print or Type) | Title of Signer (Print or Type |) | | |
| Steven Liff | Vice President | | | |
| | Enter the difference between the ag and total expenses furnished in resp gross proceeds to the issuer." Indicate below the amount of the ad for each of the purposes shown. If and check the box to the left of the adjusted gross proceeds to the issue Salaries and fees Purchase of real estate Purchase, rental or leasing and Construction or leasing of plant Acquisition of other businesses offering that may be used in expursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column expursion to the sum of the column to the column and the column and the column to the c | Enter the difference between the aggregate offering price given in response and total expenses furnished in response to Part C – Question 4.a. This or gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer of or each of the purposes shown. If the amount for any purpose is not 1 and check the box to the left of the estimate. The total of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of each ground of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer set forth in response to Part C – Question of the payma adjusted gross proceeds to the issuer to any non-acceptance of the payma adjusted gross proceeds to the issuer to any non-acceptance (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type) | Enter the difference between the aggregate offering price given in response to Part C – Questiand total expenses furnished in response to Part C – Question 4.a. This difference is the "adjug gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be for each of the purposes shown. If the amount for any purpose is not known, furnish an estiand check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Salaries and fees. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify): D. FEDERAL SIGNATURE e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and E uest of its staff, the information furnished by the issuer to any non-accredited investor pursuant are (Print or Type) Signature Amount of Signer (Print or Type) Title of Signer (Print or Type) | Payments to Officers, Directors & Affiliates Salaries and fees 50 50 Purchase of real estate 50 50 Purchase, rental or leasing and installation of machinery and equipment 50 Construction or leasing of plant buildings and facilities 50 Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) 50 Repayment of indebtedness 50 Working capital 50 Other (specify): 50 Column Totals 50 Total Payments Listed (column totals added) 50 D. FEDERAL SIGNATURE e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed u owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission uest of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) are (Print or Type) Signature Date OC Wishow October (Print or Type) Date OC Wishow October (Print or Type) Title of Signer (Print or Type) Date OC Wishow October (Print or Type) October (Print or Type) Date OC Wishow October (Print or Type) Oct |

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | C. OFFERING PR | ICE, NUMBER OF INVESTORS, EXPENSES | AND USE OF PROCEEDS | |
|------|--|--|---|--------------------------|
| Ь. | Enter the difference between the aggrand total expenses furnished in respo gross proceeds to the issuer." | \$83,000 | | |
| 5. | Indicate below the amount of the adjusted gross proceeds to the issuer | | | |
| | | | Payments to Officers, Directors & Affiliates | Payments To Others |
| | Salaries and fees | | | \$0 |
| | Purchase of real estate | | 🗆 💲 | \$0 |
| | Purchase, rental or leasing and in | stallation of machinery and equipment | 🗖 💲 | <u>\$0</u> |
| | Construction or leasing of plant b | ouildings and facilities | 🗆 💲 | □ <u>\$0</u> |
| | offering that may be used in exch | including the value of securities involved in tange for the assets or securities of another is | suer | □ \$0 |
| | , | | | □ \$0 |
| | , - | | | \$83,000 |
| | Ů · | · | | \$0 |
| | | | <u>\$0</u> | <u>\$0</u> |
| | Column Totals | | 50 | № \$83,000 |
| | Total Payments Listed (column to | otals added) | 🛛 🔻 §8. | 3,000 |
| | | D. FEDERAL SIGNATURE | | |
| foll | owing signature constitutes an underta | be signed by the undersigned duly authorized king by the issuer to furnish to the U.S. Secuned by the issuer to any non-accredited investigations. | rities and Exchange Commissi | on, upon written |
| Issı | uer (Print or Type) | Signature | Date | |
| Oly | mpia Holding LLC | 2/12/ | October | 20,2005 |
| Nai | me of Signer (Print or Type) | Title of Signer (Print or Type) | | |
| Μ. | Steven Liff | Vice President | | |

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | E. STATE SIGNATURE | | | |
|--|--|----------------------------------|---------------------|-----------|
| | R 230.262 presently subject to any of the disqua | | Yes | No ⊠ |
| | See Appendix, Column 5, for state re | esponse. | | |
| | undertakes to furnish to any state administrator out times as required by state law. | of any state in which this notic | e is filed, a notic | ce on |
| 3. The undersigned issuer hereby issuer to offerees. | undertakes to furnish to the state administrator | s, upon written request, info | mation furnishe | d by the |
| Limited Offering Exemption (| nts that the issuer is familiar with the conditions JLOE) of the state in which this notice is filed a n of establishing that these conditions have beer | nd understands that the issuer | | |
| The issuer has read this notification undersigned duly authorized personal transfer of the control of the contr | on and knows the contents to be true and has duon. | ly caused this notice to be sig | gned on its beha | If by the |
| Issuer (Print or Type) | Signature | Date | | |
| Olympia Holding LLC | mnn | Octo | bu 20, 2 | 2005 |
| Name (Print or Type) | Title (Print or Type) | | | |
| M. Steven Liff | Vice President | | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | Intend to sell to non-accredited investors in State (Part B-Item I) | | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
|-------|---|-------------|--|--|-------------|--------------------------|-------------|--|------|
| | | | | Number of Accredited | | Number of Non-Accredited | | .,, | |
| State | Yes_ | No ⊠ | 0 | Investors 0 | Amount 0 | Investors 0 | Amount 0 | Yes | No 🗵 |
| AK | | | 0 | 0 | 0 | 0 | 0 | | |
| AZ | | | 0 | 0 | 0 | 0 | 0 | | |
| AR | | | 0 | 0 | 0 | 0 | 0 | | |
| CA | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| CO | | | 0 | 0 | 0 | 0 | 0 | | |
| СТ | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| DE | | | 0 | 0 | 0 | 0 | 0 | | |
| DC | | | 0 | 0 | . 0 | 0 | 0 | | |
| FL | | | 63,000 Units | 2 | \$63,000 | 0 | 0 | | |
| GA | | | 0 | 0 | 0 | 0 | 0 | | |
| - | | | 0 | 0 | 0 | 0 | 0 | | |
| HI | | | 0 | 0 | 0 | 0 | 0 | | |
| ID | | | 0 | . 0 | 0 | 0 | 0 | | |
| IL IN | | | 0 | 0 | 0 | 0 | 0 | | |
| IN | | | | | 0 | | 0 | | |
| IA | | ļ | 0 | 0 | | 0 | | - | |
| KS | | | 0 | 0 | 0 | 0 | 0 | | |
| KY | | | 0 | | | <u> </u> | 0 | | |
| LA | | | 0 | 0 | 0 | 0 | 0 | | |
| ME | | | 0 | 0 | 0 | 0 | 0 | | |
| MD | | | 0 | 0 | 0 | 0 | 0 | | |
| MA | | | 0 | 0 | 0 | 0 | 0 | | |
| MI | | | 0 | 0 | 0 | 0 | 0 | | |
| MN | | ⊠ . | 0 | 0 | 0 | 0 | 0 | | |
| MS | | | 0 | 0 | 0 | 0 | 0 | | |
| MO | | | 0 | 0 | 0 | 0 | 0 | | |
| MT | | | 0 | 0 | 0 | 0 | 0 | | |

| 1 | Intend to sell to non-accredited investors in State (Part B-Item 1) | | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I) | |
|-------|---|-------------|--|---|----------|--|--------|--|-------------|
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| NV | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| NH | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | Ø |
| NJ | | | 0 | 0 | 0 | 0 | 0 | | Ø |
| NM | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| NY | | \boxtimes | 20,000 Units | ı | \$20,000 | 0 | 0 | | |
| NC | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| ND | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | \boxtimes |
| ОН | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| ОК | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | Ø |
| OR | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | Ø |
| PA | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| RI | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | × |
| SC | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | Ø |
| SD | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| TN | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| TX | | × | 0 | 0 | 0 | 0 | 0 | | |
| UT | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| VT | | ⊠ | 0 | 0 | 0 | 0 | 0 | | \boxtimes |
| VA | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| WA | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | |
| WV | | \boxtimes | 0 | 0 | 0 | 0 | 0 | | Ø |
| WI | | | 0 | 0 | 0 | 0 | 0 | | \boxtimes |
| WY | | | 0 | 0 | 0 | 0 | 0 | | × |
| PR | | | 0 | 0 | 0 | 0 | 0 | | |